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7  
8 UNITED STATES BANKRUPTCY COURT  
9 FOR THE DISTRICT OF OREGON  
10

11 In re

12 Evergreen Vintage Aircraft, Inc.

13 Debtor.

Case No. 14-36770-rld11

14 SUPPLEMENTAL NOTICE REGARDING:  
15 (1) DEBTOR'S MOTION AND NOTICE OF  
16 INTENT TO SETTLE AND COMPROMISE,  
17 AND (2) DEBTOR'S NOTICE OF INTENT TO  
18 SELL REAL OR PERSONAL PROPERTY,  
19 COMPENSATE REAL ESTATE BROKER,  
20 AND/OR PAY ANY SECURED CREDITOR'S  
21 FEES AND COSTS; MOTION FOR  
22 AUTHORITY TO SELL PROPERTY FREE  
23 AND CLEAR OF LIENS

19  
20 Evergreen Vintage Aircraft, Inc. (the "Debtor"), hereby provides the following  
21 supplemental disclosures in response to a request by the Office of the United States Trustee,  
22 regarding the Debtor's Motion and Notice of Intent to Settle and Compromise Pursuant to FRBP  
23 9019 (the "Settlement Motion") [Docket No. 71] and the Notice of Intent to Sell Real or Personal  
24 Property, Compensate Real Estate Broker, and/or Pay any Secured Creditor's Fees and Costs;  
25 Motion For Authority to Sell Property Free and Clear of Liens; and Notice Of Hearing (the "Sale  
26 Motion") [Docket No. 75].

1           **1. Supplemental Disclosure Regarding Identity of Buyers**

2           The terms of the Sale Motion and the Settlement Motion were negotiated in the context  
3 of judicial settlement conferences mediated by the Honorable Elizabeth L. Perris. In the Sale  
4 Motion, the Debtor proposes to sell all of its assets to multiple parties as described in the  
5 Settlement Motion. The Settlement Motion and the Term Sheet attached thereto states that the  
6 proposed purchaser of the Debtor's assets is "CF & Associates" or "CFA" (the "Purchasers").  
7  
8 The Purchasers consist of three parties:

- 9                   1) The Collings Foundation ("Collings");  
10                  2) George Schott ("Schott"); and  
11                  3) Evergreen Aviation and Space Museum and the Captain Michael King Smith  
12                   Educational Institute (the "Museum").

13 As of the date of this notice, the Debtor is unaware of how the purchase price and the purchased  
14 assets will be allocated between the Purchasers.

15           Neither Collings nor Schott have any relation to the Debtor. The Museum is currently the  
16 Debtor's tenant under a month to month lease for \$10,000 per month.

17           **2. Supplemental Disclosures Regarding LBF 363 Requirements.**

18           The following is a supplemental summary of the terms of the sale transaction  
19 contemplated by the Sale Motion and Settlement Motion, to include information required to be  
20 highlighted in accordance with local rules and guidelines.  
21

22           Purchase Price	\$22,000,000
23           Assets to be Acquired	Substantially all property of the Debtor, including but 24 not limited to: 1) Debtor's real property located at 25 490-500 NE Captain Michael King Smith Way, 26 McMinnville, OR 97128; See attached legal description; 2) 24 aircraft described on Schedule 1 to Docket 71; and 3) potentially 1 additional aircraft described on Schedule 2 to Docket No. 71.

1	Excluded Assets	N/A
2	Assumed Liabilities	N/A
3	Excluded Liabilities:	The Purchasers will not assume any liabilities of the Debtor.
4	Assumption and Assignment of	N/A
5	Executory Contracts	
6	Closing Conditions	The conditions for closing are set forth on pages 10 and 15 of Exhibit 1 to the Settlement Motion. Such conditions include the CFA parties providing proof of funds, the absence of a bankruptcy filing by either Ventures Acquisition Company, LLC or Ventures Holdings, Inc., approval of the sale and settlement terms by the Museum's Board of Directors (which occurred on April 24, 2015), and entry of an order approving both the Settlement Motion and the Sale Motion.
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11	Expense Reimbursement	N/A
12	Sale to Insider:	None of the Purchasers are insiders as defined in Bankruptcy Code § 101(31).
13		
14	Sale Free and Clear:	The sale will be free and clear of all liens, encumbrances and interests.
15	Liens:	There are three secured creditors, as follows: (1) Yamhill County Tax Assessor; (2) Umpqua Bank; and (3) World Fuel Services, Inc. (collectively, the "Secured Creditors"). The estimated total of amounts owed on the liens is \$52,500,000. The sale is permitted pursuant to § 363(f)(2),(4) and (5).
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17		
18		
19	Agreements with Management; Releases and Insider Benefits:	N/A
20	Closing Deadlines and Contingencies:	Closing is to occur by mid-June, 2015. There are no financing contingencies for the Purchasers' obligation to close.
21		
22	Good Faith Deposit:	None.
23	Interim Agreement With Proposed Buyer:	N/A
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25	Use of Proceeds:	Pages 2 and 3 of Exhibit 1 to the Settlement Motion describe the proposed distribution of proceeds from the sale.
26		

After the sale, Debtor will have access to books and records as necessary to administer the Chapter 11 case and file final returns, as appropriate.

The sale does not include the sale of any avoidance claims under Chapter 5 of the Bankruptcy Code. However, claims against parties, including potential avoidance actions, are being released in the related Settlement Motion in exchange for the proceeds from the proposed sale and for other consideration.

The Settlement Motion and the Sale Motion do not request specific findings regarding successor liability.

The motion does not seek to limit credit bidding under § 363.

The motion seeks approval of the proposed sale pursuant to the business judgment standard and best interests of the estate standard.

The Sale Motion requests relief from Bankruptcy Rule 6004(h).

Notice of the proposed sale and settlement has been given to all creditors and parties in interest.

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Attorney for Debtor

1 **CERTIFICATE OF SERVICE**

2 I, Nicholas J. Henderson, hereby certify that on May 8, 2015, I served, by first class mail,  
3 a full and true copy of the foregoing Supplemental Notice on Support of Sale and Settlement  
4 Motions on the following by causing a copy thereof to be placed in a sealed envelope, postage  
5 prepaid, addressed as shown below, in the U.S. Mail at Portland, Oregon, and to all parties on the  
6 attached **Exhibit "A."**  
7

8 Parties served in addition to those listed on the attached **Exhibit "A"**:

9 **Yamhill County Tax Assessor**  
10 **c/o Scott Maytubby, County Assessor**  
11 **535 NE 5<sup>th</sup> St. Room 42**  
**McMinnville, OR 97128**

12 **Umpqua Bank**  
13 **c/o Raymond P. Davis, President**  
14 **445 SE main Street**  
**Roseberg, OR 97470**  
**(via Certified Mail, Return Receipt Requested)**

15 **World Fuel Services, Inc.**  
16 **c/o CT Corp. System, Reg. Agent**  
17 **388 State Street, Suite 420**  
**Salem, OR 97301**

18  
19 Dated: May 8, 2015.

/s/ Nicholas J. Henderson  
Nicholas J. Henderson

Label Matrix for local noticing  
0979-3  
Case 14-36770-rld11  
District of Oregon  
Portland  
Fri May 8 17:05:54 PDT 2015

CT Corp.  
PO Box 4349  
Carol Stream, IL 60197-4349

Egan Gardens  
c/o Ellen Egan, Reg. Agent  
2245 Ferry St. NE  
Salem, OR 97303

Evergreen Vintage Aircraft, Inc.  
1271 NE Hwy 99W, PMB 502  
McMinnville, OR 97128-2720

IMAX Corporation  
2525 Speakman Drive  
Mississauga, ONT L5K 1B1  
CANADA

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Portland, OR 97201-5865

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1221 2nd Ave #500  
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Wilmington, DE 19801-3034

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1000 SW Broadway #1400  
Portland, OR 97205-3066

Oregon Secretary of State  
255 Capitol St., NE  
Salem, OR 97310-1389

Pacific Coast Bankers' Bank  
c/o Wendell Kusnerus  
Davis Wright Tremaine LLP  
1300 SW Fifth Avenue, Suite 2400  
Portland, OR 97201-5682

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1221 2nd Ave #500  
Seattle, WA 98101-2989

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388 State Street  
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Salem, OR 97301-3581

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Salem, OR 97303-9737

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PORTLAND, OR 97204-3614

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West Berlin, NJ 08091-9216

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Portland, OR 97204-3029

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1271 NE Hwy 99W  
PMB 502  
McMinnville, OR 97128-2720

US Trustee, Portland  
620 SW Main St #213  
Portland, OR 97205-3026

Umpqua Bank  
c/o Joseph A.G. Sakay  
1221 Second Avenue  
Suite 500  
Seattle, WA 98101-2989

Umpqua Bank  
Hillis Clark Martin & Peterson  
Attn: Joseph A.G. Sakay  
1221 Second Avenue, Suite 500  
Seattle, WA 98101-2925

Umpqua Bank  
PO Box 1820  
Roseburg, OR 97470-0417

Ventures Acquisition Company, LLC  
1271 NE Hwy 99W  
PMB 502  
McMinnville, OR 97128-2720

Ventures Holdings, Inc.  
1271 NE Hwy 99W  
PMB 502  
McMinnville, OR 97128-2720

CAROLYN G WADE  
Dept of Justice/Civil Enforce/Recovery  
1162 Court St NE  
Salem, OR 97301-4096

BRITTA E WARREN  
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Suite 1900  
Portland, OR 97205-3359

World Fuel Services, Inc.  
9800 NW 4th Street, Suite 400  
Miami, FL 33178

World Fuel Services, Inc.  
James P Laurick, Kilmer, Voorhees  
732 NW 19th Ave  
Portland, OR 97209-1302

Yamhill County Tax Assessor  
535 NE 5th Street  
Room 42  
McMinnville, OR 97128-4504

Yamhill County Tax Collector  
c/o Jeffrey C. Misley  
Sussman Shank LLP  
1000 SW Broadway, Suite 1400  
Portland, OR 97205-3089

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(u)Alfred T. Giuliano, Chapter 7 Trustee for

(u)Erickson Helicopters, Inc. fka Evergreen H

(u)Evergreen Aviation and Space Museum and th

(u)Glen Del, LLC

(u)Steven Maier

(u)Miller Nash LLP

(u)State of Oregon, Department of Justice

(u)Tina Stanley, as Trustee for the Grace Cat

(u)World Fuel Services, Inc.

(u)Yamhill County

End of Label Matrix  
Mailable recipients 43  
Bypassed recipients 10  
Total 53